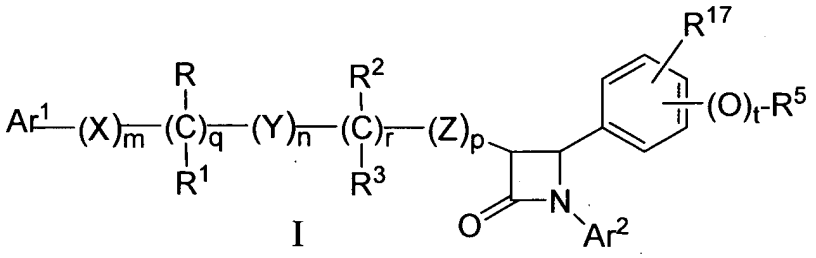
In the claims:

Please amend as follows:

1. (Amended) Compounds of Formula I



I

and the pharmaceutically acceptable salts and esters thereof, wherein

Ar^1 and Ar^2 are independently selected from the group consisting of aryl and R^4 -substituted aryl;

X, Y and Z are independently selected from the group consisting of $-CH_2-$, $-CH(C_{1-6}alkyl)-$ and $-C(C_{1-6}alkyl)_2-$;

R is selected from the group consisting of $-OR^6$, $-O(CO)R^6$, $-O(CO)OR^9$, $-O(CO)NR^6R^7$, a sugar residue, a disugar residue, a trisugar residue and a tetrasugar residue;

R1 is selected from the group consisting of hydrogen, C_{1-6}alkyl and aryl or R and R^1 together are oxo;

R^2 is selected from the group consisting of $-OR^6$, $-O(CO)R^6$, $-O(CO)OR^9$ and $-O(CO)NR^6R^7$;

R^3 is selected from the group consisting of hydrogen, $-C_{1-6}$alkyl and aryl or R^2 and R^3 together are oxo;

q, r and t are each independently selected from 0 and 1; m, n and p are each independently selected from 0, 1, 2, 3 and 4; provided that at least one of q and r is 1, and the sum of m, n, p, q are r is 1, 2, 3, 4, 5 or 6; and provided that when p is 0 and r is 1, the sum of m, q and n is 1, 2, 3, 4, or 5;

R^4 is 1-5 substituents independently selected at each occurrence from the group consisting of: $-OR^6$, $-O(CO)R^6$, $-O(CO)OR^9$, $-O-C_{1-5}alkyl-OR^6$, $-O(CO)NR^6R^7$, $-NR^6R^7$, $-NR^6(CO)R^7$, $-NR^6(CO)OR^9$, $-NR^6(CO)NR^7R^8$, $-NR^6SO_2R^9$, $-COOR^6$, $-CONR^6R^7$, $-COR^6$, $-SO_2NR^6R^7$, $-S(O)_{0-2}R^9$, $-O-C_{1-10}alkyl-COOR^6$, $-O-C_{1-10}alkyl-CONR^6R^7$ and fluoro;

R^6, R^7 and R^8 are independently selected at each occurrence from the group consisting of hydrogen, C_{1-6}alkyl, aryl and aryl-substituted C_{1-6}alkyl;

R^9 is independently selected from the group consisting of C_{1-6}alkyl, aryl and aryl-substituted C_{1-6}alkyl;

R^5 is ~~selected from~~

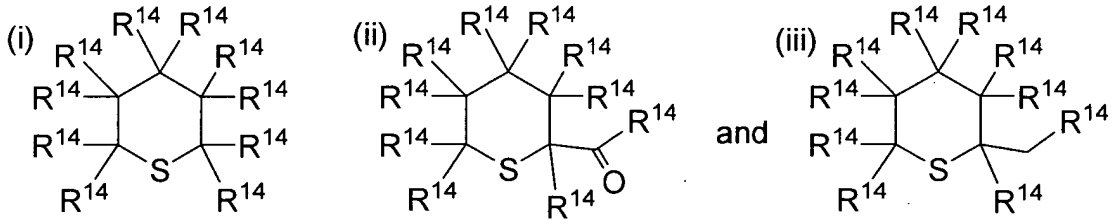
~~(a) R^{10}-R^{11}, wherein R^{10} is selected from the group consisting of -S-, -S(O)-, $-SO_2$- and C_{1-6} n-alkyl substituted with one to three substituents selected from the group consisting of C_{1-6}alkyl, O(C_{1-6}alkyl), CF_3, OCF_3, NR^6R^7 and -F;~~

(b) -R^{12}-R^{13}, wherein R^{12} is selected from (i) a bond and (ii) a member selected from the group consisting of -S-, -S(O)-, $-SO_2$-, $-C_{1-6}$ n-~~alkyl~~alkylene-, and $-C_{1-6}$ n-~~alkyl~~alkylene-N(R^6)-, wherein the ~~alkyl~~alkylene group is unsubstituted or substituted with one to three substituents selected from the group consisting of –OH, oxo, $-C_{1-6}$alkyl, -O(C_{1-6}alkyl), $-CF_3$, $-OCF_3$, $-NR^6R^7$ and -F, and provided that when R^{12} is a bond then t is 1;

~~R^{11} is selected from the group consisting of a sugar residue, disugar residue, trisugar residue and tetrasugar residue~~;

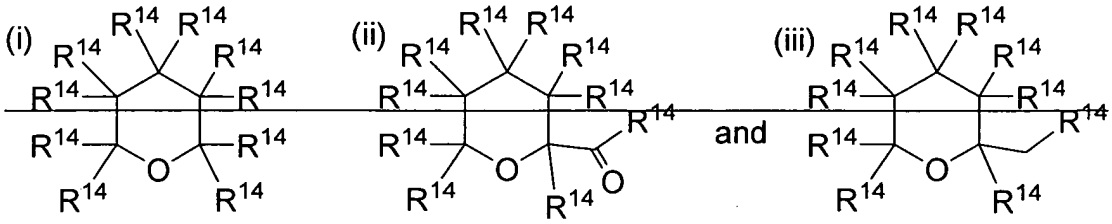
R^{13} is selected from the group consisting of:

(a) a thiosugar residue selected from the group consisting of:

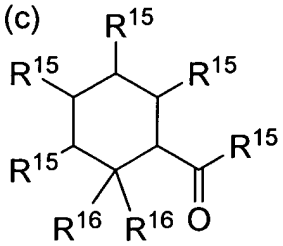


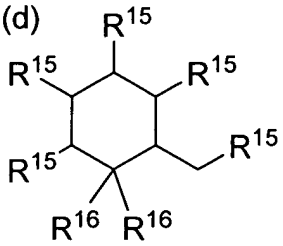
wherein R^{14} is independently selected at each occurrence from (i) a linking bond and (ii) a member of the group consisting of –F, -H, $-C_{1-6}$alkyl, $-OC_{1-6}$alkyl, $-OCF_3$, –OH, -O-PG, $-OR^{11}$ and $-OR^{13}$, and provided that: (A) one and only one occurrence of R^{14} is a linking bond, (B) an R^{14} adjacent to a carbonyl is not –F, and (C) no more than one occurrence of R^{14} is selected from $-OR^{11}$ and $-OR^{13}$;

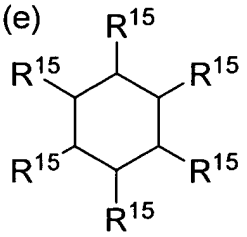
~~(b) a fluorosugar residue selected from the group consisting of:~~

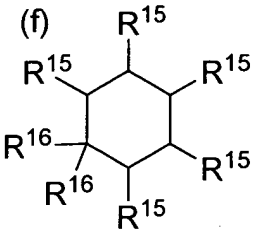


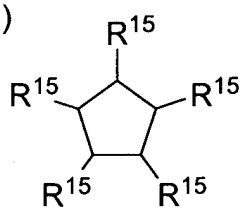
~~wherein R^{14} is independently selected at each occurrence from (i) a linking bond and (ii) a member of the group consisting of -F, -H, $-C_{1-6}$alkyl, $-OC_{1-6}$alkyl, $-OCF_3$, -OH, -O-PG, $-OR^{11}$ and $-OR^{13}$, and provided that: (A) one and only one occurrence of R^{14} is a linking bond, (B) at least one occurrence of R^{14} is -F, (C) an R^{14} adjacent to a carbonyl is not -F, and (D) no more than one occurrence of R^{14} is selected from $-OR^{11}$ and $-OR^{13}$;~~

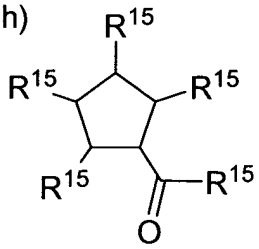
(c) 

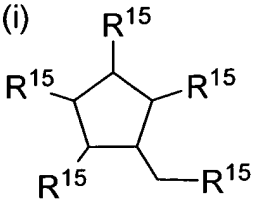
(d) 

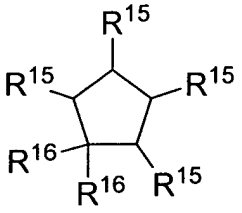
(e) 

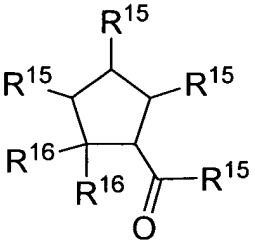
(f) 

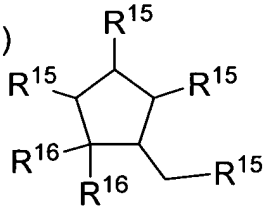
(g) 

(h) 

(i) 

(j)  ;

(k) 

and (l) 

wherein R^{15} is independently selected at each occurrence from (i) a linking bond and (ii) a member of the group consisting of –H, -C_{1-6}alkyl, -OC_{1-6}alkyl, -OCF_3, –OH, -O-PG, -OR^{11}, -OR^{13} , -SR^{11}, -SR^{13}, -NR^6R^{11} and -NR^6R^{13}, and provided that: (A) one and only one occurrence of R^{15} is a linking bond and (B) no more than one occurrence of R^{15} is selected from -OR^{11}, -OR^{13} , -SR^{11}, -SR^{13}, -NR^6R^{11} and -NR^6R^{13};

R^{16} is independently selected at each occurrence from the group consisting of –H and –F;

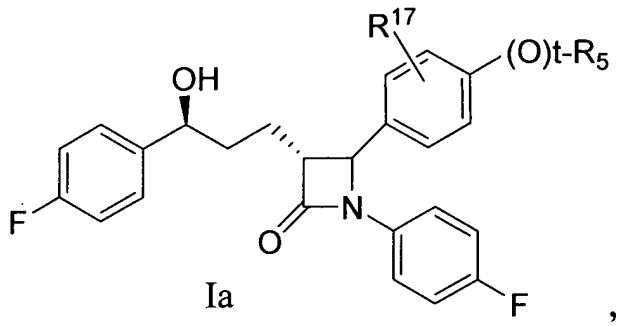
PG is a hydroxyl protecting group;

and provided that R^5 is comprised of no more than four of any combination of sugar residues and members within the definition of R^{13} linked together; and

R^{17} is selected from the group consisting of –H, -OH, -C_{1-6}alkyl, -OC_{1-6}alkyl, -CF_3, -CN, -NR^6R^7 and halogen.

2. (Amended) The compound of claim 1 wherein the –$(O)_t$- R^5 moiety is attached to the phenyl ring para to the azetidinone, and the R^5 group is ~~comprised of either R^{10} or~~ R^{12} and one or two of a combination of sugar residues and members within the definition of R^{13} linked together.

3. (Original) The compound of claim 1 of Formula Ia:



Ia ,

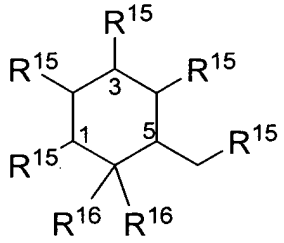
and the pharmaceutically acceptable salts and esters thereof.

4. (Original) The compound of claim 3 wherein the R^5 group is comprised of one or two of a combination of sugar residues and members within the definition of R^{13} linked together.

5. (Original) The compound of claim 2 wherein t is one, R^5 is -R^{12}-R^{13}, and R^{12} is a bond.

6. (Original) The compound of claim 5 wherein R^{13} is a thiosugar.

7. (Original) The compound of claim 5 wherein R^{13} is



R^{15} at position 1 is a linking bond.

8. (Original) The compound of claim 7 selected from that wherein (a) all the remaining R^{15} groups are –OH; and (b) R^{15} at position 4 is –OR^{11} and the remaining R^{15} groups are -OH.

9. (Cancel)

10. (Cancel)

11. (Cancel)

12. (Original) A method of reducing plasma cholesterol levels comprising administering a therapeutically effective amount of a compound of claim 1 to a patient in need of such treatment.

13. (Original) A method of treating hypercholesterolemia comprising administering a therapeutically effective amount of a compound of claim 1 to a patient in need of such treatment.

14. (Original) A method of treating atherosclerosis comprising administering a therapeutically effective amount of a compound of claim 1 to a patient in need of such treatment.

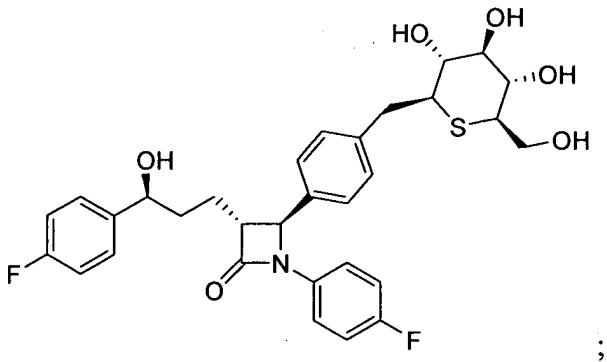
15. (Original) A method of reducing the risk for atherosclerosis comprising administering a prophylactically effective amount of a compound of claim 1 to a patient in need of such treatment.

16. (Original) A method of reducing the risk for having an atherosclerotic disease event comprising administering a prophylactically effective amount of a compound of claim 1 to a patient in at risk for such an event.

17. (Original) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

18. (New) A compound selected from:
(1*R*,2*R*,3*R*,4*R*,6*R*)-4-(4-{(2*S*,3*R*)-1-(4-fluorophenyl)-3-[(3*S*)-3-(4-fluorophenyl)-3-hydroxypropyl]-4-oxoazetidin-2-yl}phenoxy)-2,3-dihydroxy-6-(hydroxymethyl)cyclohexyl D-glucopyranosiduronic acid;
(1*R*,2*R*,3*R*,4*R*,6*R*)-4-(4-{(2*S*,3*R*)-1-(4-fluorophenyl)-3-[(3*S*)-3-(4-fluorophenyl)-3-hydroxypropyl]-4-oxoazetidin-2-yl}phenoxy)-2,3-dihydroxy-6-(hydroxymethyl)cyclohexyl β-D-glucopyranoside;
(3*R*,4*S*)-4-(4-{[(1*S*,3*R*,4*R*,5*S*,6*R*)-2,2-difluoro-4,5,6-trihydroxy-3-(hydroxymethyl)cyclohexyl]oxy}phenyl)-1-(4-fluorophenyl)-3-[(3*S*)-3-(4-fluorophenyl)-3-hydroxypropyl]azetidin-2-one;
4-{(2*S*,3*R*)-1-(4-fluorophenyl)-3-[(3*S*)-3-(4-fluorophenyl)-3-hydroxypropyl]-4-oxoazetidin-2-yl}phenyl 5-thio-β-D-glucopyranoside;

4-{(2*S*,3*R*)-1-(4-fluorophenyl)-3-[(3*S*)-3-(4-fluorophenyl)-3-hydroxypropyl]-4-oxoazetidin-2-yl}phenyl 1,5-dithio-β-D-glucopyranoside;
-{(2*S*,3*R*)-1-(4-fluorophenyl)-3-[(3*S*)-3-(4-fluorophenyl)-3-hydroxypropyl]-4-oxoazetidin-2-yl}phenyl 1-thio-β-D-glucopyranoside;
(3*R*,4*S*)-1-(4-fluorophenyl)-3-[(3*S*)-3-(4-fluorophenyl)-3-hydroxypropyl]-4-(4-{[(1*S*,2*S*,3*R*,4*R*,5*R*)-2,3,4-trihydroxy-5-(hydroxymethyl)cyclohexyl]methyl}phenyl)azetidin-2-one;
(3*R*,4*S*)-4-{4-[[(1*S*,3*R*,4*R*,5*S*,6*S*)-2,2-difluoro-4,5,6-trihydroxy-3-(hydroxymethyl)cyclohexyl](difluoro)methyl]phenyl}-1-(4-fluorophenyl)-3-[(3*S*)-3-(4-fluorophenyl)-3-hydroxypropyl]azetidin-2-one;
(3*R*,4*S*)-4-(4-{[(1*S*,3*R*,4*R*,5*R*,6*S*)-2,2-difluoro-4,5,6-trihydroxy-3-(hydroxymethyl)cyclohexyl]methyl}phenyl)-1-(4-fluorophenyl)-3-[(3*S*)-3-(4-fluorophenyl)-3-hydroxypropyl]azetidin-2-one;
(3*R*,4*S*)-4-(4-{difluoro[(1*R*,2*S*,3*S*,4*R*,5*R*)-2,3,4-trihydroxy-5-(hydroxymethyl)cyclohexyl]methyl}phenyl)-1-(4-fluorophenyl)-3-[(3*S*)-3-(4-fluorophenyl)-3-hydroxypropyl]azetidin-2-one;
(3*R*,4*S*)-1-(4-fluorophenyl)-3-[(3*S*)-3-(4-fluorophenyl)-3-hydroxypropyl]-4-(4-{[(1*R*,2*R*,3*S*,4*R*,5*R*)-2,3,4-trihydroxy-5-(hydroxymethyl)cyclohexyl]thio}phenyl)azetidin-2-one;



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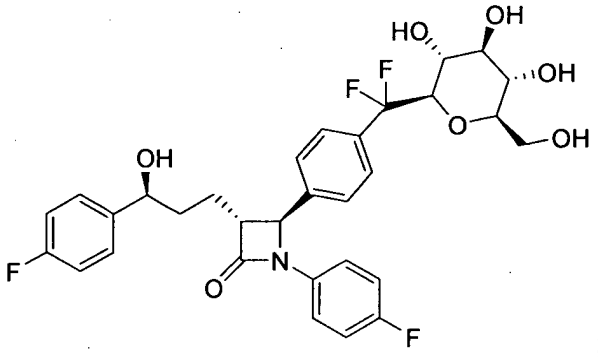

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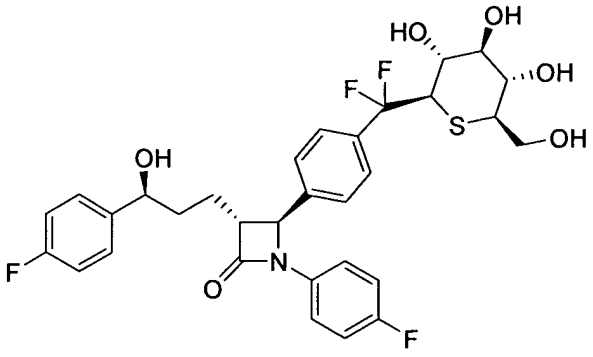

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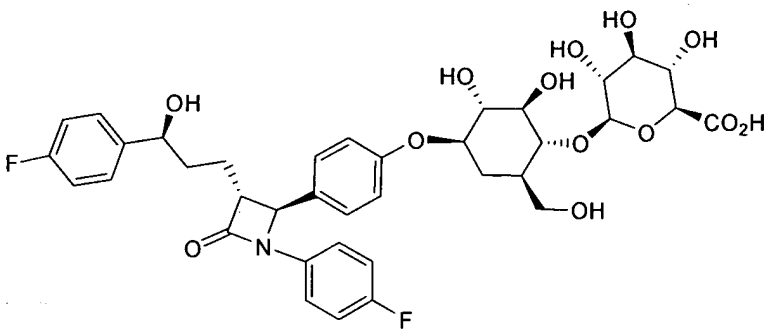

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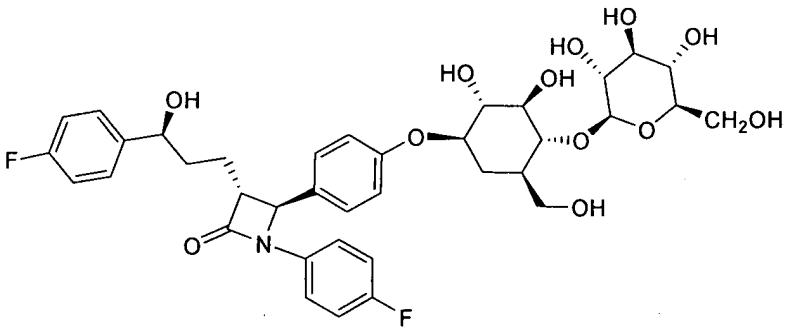

and pharmaceutically acceptable salts and esters thereof.